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* ALSO ADMITTED IN VIRGINIA
* ADMITTED IN MARYLAND ONLY
* ADMITTED IN ILLINOIS
& LOUISIANA ONLY

July 7, 1988

RECORDATION NO. 14758-I

DIRECT DIAL NUMBER

457-1634

HAND-DELIVERED

JUL 7 1988-2 24 PM

Ms. Noreta R. McGee
Office of the Secretary
Recordation Office
Interstate Commerce Commission
12th Street and Constitution
Avenue, N.W.
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION NO. 8-188A001

Date **JUL 7 1988**

Fee \$ **13.00**

ICC Washington, D. C.

Re: NBD Highland Park Bank, N.A.; Continental Illinois
National Bank and Trust Company of Chicago;
Temco Leasing Company; Recordation No. 14758-I

Dear Ms. McGee:

In accordance with the provisions of Section 11303 of the Revised Interstate Commerce Act, 49 U.S.C. § 11303, and Part 1177 of Title 49 of the Code of Federal Regulations, we request, as special counsel for Temco Leasing Company, NBD Highland Park Bank, N.A., and Continental Illinois National Bank and Trust Company of Chicago, that the enclosed document be recorded and filed with the Interstate Commerce Commission.

You will find enclosed herewith the original and five (5) copies of the following document to be recorded and filed:

Counterpart - Cathy P. Runde

JUL 7 2 16 PM '88

Ms. Noreta R. McGee
July 7, 1988
Page Two

1. Amendment to Loan and Security Agreement, dated as of March 22, 1988, by and among TEMCO LEASING COMPANY and NBD HIGHLAND PARK BANK, N.A. (individually and as agent) and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO (individually and as Security Agent). This document should be assigned Recordation No. 14758-I.

The Amendment to Loan and Security Agreement, dated as of March 22, 1988, by and among Temco Leasing Company and NBD Highland Park Bank, N.A., and Continental Illinois National Bank and Trust Company of Chicago, is intended to effectuate the addition of EXHIBIT C-4 to the Loan and Security Agreement.

The parties executing this document are:

Temco Leasing Company
100 East Scranton Avenue
Lake Bluff, Illinois 60044

Attention: Mr. Bruce H. Borland

and

NBD Highland Park Bank, N.A.
513 Central Avenue
Highland Park, Illinois 60035

Attention: Mr. David W. Enquist

and

Continental Illinois National Bank
and Trust Company of Chicago
231 South LaSalle Street
9th Floor, Jackson Side
Chicago, Illinois 60697

Attention: Mr. Brian Walsh

Ms. Noreta R. McGee
July 7, 1988
Page Three

You will also find enclosed herewith our check made payable to the Interstate Commerce Commission in the amount of Thirteen Dollars (\$13.00), which sum is intended as full and final payment for the filing fees to be incurred in connection herewith. Would you please stamp, as filed, the enclosed copies and return the enclosed copies as stamped, to our office at your earliest possible convenience?

Thank you for your assistance in this matter.

Sincerely yours,

JACKSON & CAMPBELL, P.C.

By: David H. Cox
David H. Cox

DHC/ms

Enclosures as Stated

cc: Rodney Brown, Esquire

RECORDATION NO. 14758-I

JUL 7 1988-2 20 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT TO LOAN AND SECURITY AGREEMENT, dated as of March 22, 1988, among TEMCO LEASING COMPANY, an Illinois corporation (the "Company"), and NBD HIGHLAND PARK BANK, N.A., a national banking association ("NBD"), individually and as Agent for the Lenders, and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO ("Continental"), individually and as Security Agent for the Lenders (NBD and Continental are referred to hereinafter individually as a "Lender" and collectively as the "Lenders").

W I T N E S S E T H:

WHEREAS, the parties hereto entered into that certain Loan and Security Agreement (herein "Agreement"), dated as of March 22, 1988 and assigned I.C.C. Recordation No. 14758-F, with respect to One Hundred Seventy Six (176) railroad tank cars, more specifically described in Schedule II to the Agreement;

WHEREAS, among the Exhibits to that certain Agreement, three (3) Bills of Sale are attached as EXHIBITS C-1, C-2, and C-3;

WHEREAS, an additional Bill of Sale, dated August 1, 1985, by and between Draycutt Corporation, as Seller, and Whitney Chemical, Inc., as Buyer, should have appeared as EXHIBIT C-4 to that certain Agreement; and

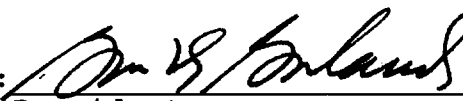
WHEREAS, all parties hereto are agreeable to designating, attaching and incorporating said Bill of Sale as EXHIBIT C-4 to that certain Agreement.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained in that certain Agreement, the parties hereto agree to amend that certain Agreement as follows:

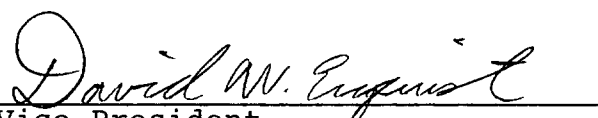
1. The above-described Bill of Sale, a copy of which is attached hereto, shall be designated, attached, and incorporated as part of that certain Agreement as EXHIBIT C-4.

2. All other terms and conditions of that certain Agreement shall remain in full force and effect and shall be unaltered by the execution and filing of this Amendment.

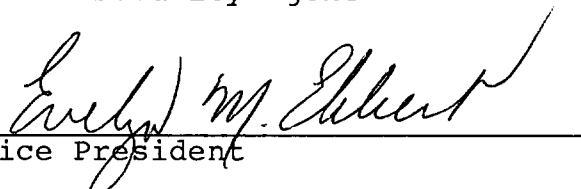
TEMCO LEASING COMPANY

By: 
President

NBD HIGHLAND PARK BANK, N.A., in its
individual corporate capacity and
as Agent


By: 
Vice President

CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO, in
its individual corporate capacity
and as Security Agent

By: 
Vice President

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

On this 31st of MAY, 1988, before me personally appeared BRUCE H. BORLAND, to me known, who being duly sworn, did depose and say that he resides at RIVERWOODS, ILLINOIS; that he is President of TEMCO LEASING COMPANY, one of the corporations described in and which executed the foregoing document; and that he signed his name thereto by like order, as the free act and deed of said corporation.


Notary Public

My Commission expires: _____

[Notarial Seal]

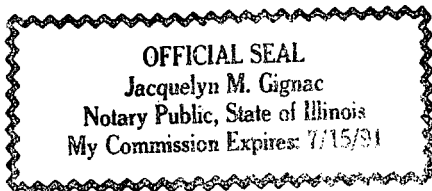


STATE OF ILLINOIS)

COUNTY OF COOK)

SS:

On this 2nd day of June, 1988 before me personally appeared David W. Engquist, to me known, who being duly sworn, did depose and say that he resides at Skokie, IL; that he is Vice President of NBD HIGHLAND PARK BANK, N.A., a national banking association described in and which executed the foregoing document; and that he signed his name thereto by like order as the free act and deed of said national banking association.



Jacquelyn M. Gignac
Notary Public

My Commission expires: 7/15/91

[Notarial Seal]

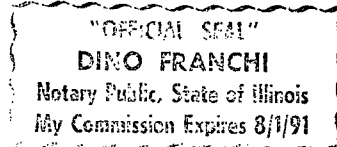
STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On the 10th day of JUNE, 1988, before me personally appeared EVELYN M. EBBERT, to me known, who being duly sworn, did depose and say that he/she resides at EVANSTON, IL; that he/she is VICE PRESIDENT of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national banking association described in and which executed the foregoing document; and that he/she signed his/her name thereto by like order, as the free act and deed of said national banking association.

D. Franchi
Notary Public

My Commission expires: 8/1/91

[Notarial Seal]



BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS that DRAYCUTT CORPORATION, a Utah Corporation, herein after referred to as the SELLER, for and in consideration of the sum of One Thousand Dollars and consulting services in the amount of Thirty-Eight Thousand Dollars, paid by WHITNEY CHEMICAL, INC., the BUYER, the receipt whereof is hereby acknowledged, has bargained, sold, assigned and transferred, and by these presents does bargain, sell, assign and transfer unto said BUYER that certain personal property particularly described as follows: One 23,500 gallon plasite lined, exterior coiled, insulated tank car constructed in 1982 by GATX at Sharon, Pennsylvania, and marked as DRAX 10001.

The SELLER warrants to the BUYER that the aforegranted personal property is free of all liens and encumbrances, and that all federal and state property assessments are current and have been paid to date.

IN WITNESS WHEREOF, I, Frederick J. Haydock, President of DRAYCUTT CORPORATION, have hereunto set my hand this 1st day of August, 1985.

DRAYCUTT CORPORATION

A handwritten signature in cursive script, reading "Frederick J. Haydock", written over a horizontal dashed line.

Frederick J. Haydock
President

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

On the 1st day of August, 1985 personally appeared before me Frederick J. Haydock who being by me duly sworn did say that he is the President of DRAYCUTT CORPORATION, and acknowledged to me that the foregoing instrument has been signed by him, and that the statements contained therein are true.



NOTARY PUBLIC

Residing in Salt Lake

My Commission Expires:

12-88